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Attorneys for Defendants William E. and Desiree B. Moore  
Revocable Trust; Trustees of The William E. and Desiree B. Moore  
Revocable Trust; Desiree B. Moore Revocable Trust;  
William E. Moore Marital Trust; William E. Moore  
Generation-Skipping Trust; and Desiree Moore

**UNITED STATES DISTRICT COURT**

**NORTHERN DISTRICT OF CALIFORNIA**

**SAN FRANCISCO AND OAKLAND DIVISION**

THOMAS FERNANDEZ, LORA SMITH and  
TOSHA THOMAS, individually and on behalf of a  
class of all other persons similarly situated,

Plaintiff,

vs.

K-M INDUSTRIES HOLDING CO., INC.; K-M  
INDUSTRIES HOLDING CO., INC. ESOP PLAN  
COMMITTEE; WILLIAM E. AND DESIREE B.  
MOORE REVOCABLE TRUST; TRUSTEES OF  
THE WILLIAM E. AND DESIREE B. MOORE  
REVOCABLE TRUST; CIG ESOP PLAN  
COMMITTEE; NORTH STAR TRUST COMPANY;  
DESIREE B. MOORE REVOCABLE TRUST;  
WILLIAM E. MOORE MARITAL TRUST;  
WILLIAM E. MOORE GENERATION-SKIPPING  
TRUST; and DESIREE MOORE, BOTH IN HER  
INDIVIDUAL CAPACITY AND AS TRUSTEE OF  
THE WILLIAM E AND DESIREE B. MOORE  
REVOCABLE TRUST'S SUCCESSOR TRUSTS  
NAMED ABOVE,

Defendants.

) Case No. C 06-07339 CW

) **DECLARATION OF CAROLINE**  
) **M. WALTERS IN SUPPORT OF**  
) **WILLIAM E. AND DESIREE B.**  
) **MOORE REVOCABLE TRUST,**  
) **TRUSTEES OF THE WILLIAM E.**  
) **AND DESIREE B. MOORE**  
) **REVOCABLE TRUST, DESIREE**  
) **B. MOORE REVOCABLE TRUST,**  
) **WILLIAM E. MOORE MARITAL**  
) **TRUST, WILLIAM E. MOORE**  
) **GENERATION-SKIPPING**  
) **TRUST, AND DESIREE B.**  
) **MOORE'S ADMINISTRATIVE**  
) **MOTION TO FILE DOCUMENTS**  
) **UNDER SEAL**

) **CIVIL LOCAL RULE 79-5(d)**

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1 I, Caroline M. Walters, declare and state as follows:

2 1. I am an attorney admitted to practice before the Courts of the State of California. I  
3 am an associate of the law firm of Hennigan, Bennett & Dorman LLP, counsel of record for  
4 Defendants William E. and Desiree B. Moore Revocable Trust, Trustees of the William E. and  
5 Desiree B. Moore Revocable Trust, Desiree B. Moore Revocable Trust, William E. Moore Marital  
6 Trust, William E. Moore Generation-Skipping Trust, and Desiree B. Moore (the "Moore Trust  
7 Defendants"). I have personal knowledge of the facts contained in this declaration.

8 2. During discovery, the following documents have been designated as confidential by  
9 K-M Industries Holdings Co., Inc., K-M Industries Holdings Co., Inc. ESOP Plan Committee,  
10 and/or CIG ESOP Plan Committee (the "KMH Defendants"):

11 a. Pages bates stamped KMH 001440 – KMH 001444, KMH 001446, and KMH  
12 001448 – KMH 001474 (substantially all of Moore Trust Defendants' Exhibit C).

13 b. Pages bates stamped KMH 001367 – KMH 001369 (pages 1-3 of Moore Trust  
14 Defendants' Exhibit D).

15 c. Pages bates stamped KMH 005819 – KMH 005821, KMH 005823 – KMH 5824,  
16 KMH 005828 – KMH 005834, KMH 005838, KMH 005841 – KMH 005842, KMH 005849 – KMH  
17 005855, and KMH 005870 (pages 1-3, 5-6, 10-16, 20, 23-24, 31-37, and 52 of Moore Trust  
18 Defendants' Exhibit F).

19 d. Page bates stamped CIG 008320 (page 2 of Moore Trust Defendants' Exhibit G).

20 3. As the KMH Defendants designated the above portions of documents confidential,  
21 the confidential portions of these documents have been redacted and are being filed with the Court  
22 under seal.

23 I declare under penalty of perjury under the laws of the United States of America that the  
24 foregoing is true and correct.

25 Executed this 26<sup>th</sup> day of June, 2008 at Los Angeles, California.

26 

27 Caroline Walters